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RECORDATION NO. 18275-CLC **FILED**

JAN 15 '02 5-16 PM

SURFACE TRANSPORTATION BOARD

January 12, 2003

rfogel@airmail.net

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company - Equipment Trust (Series 11)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Termination and Release Agreement, a primary document, dated as of January 10, 2003, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as successor Trustee (the "Bank");
2. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 10, 2003 between the Bank ("Seller") and the Company ("Buyer").

The enclosed Termination and Release Agreement and Bill of Sale referenced in paragraphs 1 and 2, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, respectively.

The enclosed Bill of Sale referenced in paragraph 2, above, relates to the various railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company in

January 12, 2003

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complete termination of the leases of said railcars to the Company pursuant to the said Equipment Trust Agreement.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Successor Trustee, is 101 Barclay Street, 8th Floor, New York, New York 10286.

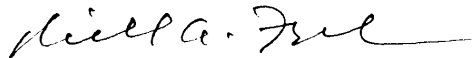
Enclosed is our firm's check in the amount of \$60.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Termination and Release Agreement and the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Document. (i) Termination and Release Agreement, a primary document, dated as of January 10, 2003 between the Company and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Document. Bill of Sale, a secondary document, dated January 10, 2003, between the Bank, as Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993, and the Termination and Release Agreement dated as of January 10, 2003, referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF/sg
Enclosures

cc: Neil O. Shoop

RECORDATION NO. 18275-CCC FILED

JAN 15 '02 5-16 PM

SURFACE TRANSPORTATION BOARD

Series 11

TERMINATION AND RELEASE AGREEMENT

TERMINATION AND RELEASE AGREEMENT dated as of January 10, 2003 between The Bank of New York, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of June 24, 1993 (as amended and supplemented, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement, the documents described on Schedule 1 attached hereto (the "Trust Documents") were executed and delivered, and recorded as described therein.

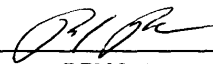
The Trust Certificates were paid in full by the Company on January 10, 2003 and, pursuant to Section 3.03(a) and Section 5.04 of the Trust Agreement, the Company has issued its Request dated January 10, 2003 that the Trustee transfer and assign the railroad cars described in Exhibits A and B attached hereto and made a part hereof to the Company (the "Released Equipment"), and terminate and release its rights in and to the Released Equipment and the Railroad Car Lease Agreements described in Exhibit A attached hereto (the "Leases"), insofar as the Leases cover the Released Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

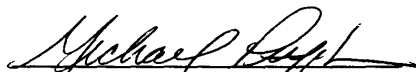
1. The Company has tendered to the Trustee cash in an amount equal to the principal balance and accrued interest remaining to be paid on the Trust Certificates issued pursuant to the Trust Agreement; and
2. By virtue of the termination of the lease of the Trust Equipment to the Trustee, the Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Released Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Released Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.

IN WITNESS WHEREOF this Termination and Release Agreement is executed this 13
day of January, 2003, but effective as of the date first written above.

THE BANK OF NEW YORK
Successor Trustee

By: 
Name: REMO J. REALE
Title: VICE PRESIDENT

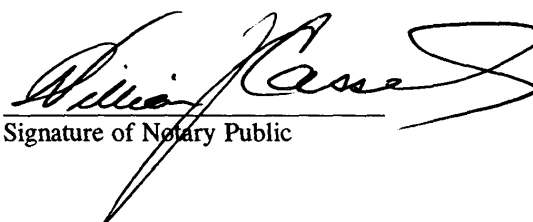
Attest:

Name: 
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 13 day of January, 2003, before me personally appeared REMO J. REALE,
to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT
of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledges that the execution of the foregoing
instrument was the free act and deed of said corporation.

[Seal]


Signature of Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

TRINITY INDUSTRIES LEASING
COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

Attest:

Michael G. Fortado
Name: Michael G. Fortado
Title: Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 10th day of January, 2003, before me personally appeared Neil O. Shoop, to me personally known, who, being by me duly sworn, says that he is Treasurer of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Patricia A. Theiss
Signature of Notary Public

My Commission Expires: 1/28/04

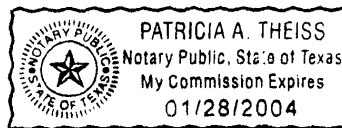


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 15, 1988, between Trinity Industries Leasing Company and National Sun Industries, Inc., covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	25,680 Gal. 111A100W1 Tank Cars	TILX 250167-250176

2. Railroad Car Lease Agreement, dated November 12, 1992, between Trinity Industries Leasing Company and Sulconam, Inc., covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	13,800 Gal. 111A100W3 Tank Cars	TILX 135340-135349

3. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and E.I. DuPont de Nemours & Company, Inc., covering the following described railroad cars (Rider 7):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	20,500 Gal. 111A100W5 Tank Cars	TILX 110015-110064

4. Railroad Car Lease Agreement, dated December 7, 1992, between Trinity Industries Leasing Company and Frontier Oil and Refining Company, covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	29,900 Gal. 111A100W1 Tank Cars	TILX 190163-190167

5. Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	4,301 cu. ft. Lo Covered Hopper Cars	OLNX 055517-055519 OLNX 055523, 055524 OLNX 055528, 055537 OLNX 055542 OLNX 055544-055590

6. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	17,368 Gal. 105J500W Tank Cars	TILX 400098-400113

7. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and Eka Nobel, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	21,000 Gal. 111A100W6 Tank Cars	TILX 200060-200084 TILX 200086

8. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and The Proctor & Gamble Distributing Company, covering the following described railroad cars (Partial Rider 9):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	23,500 Gal. 111A100W1 Tank Cars	TIMX 002572-002574 TIMX 002576, 002583 TIMX 002587, 002588 TIMX 002590, 002593 TIMX 012113, 012115, 012117

9. Railroad Car Lease Agreement, dated November 10, 1992, between Trinity Industries Leasing Company and Canadian Electrolytic Zinc Limited, covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,000 Gal. 111A100W1 Tank Cars	TILX 120006-120010

10. Railroad Car Lease Agreement, dated March 29, 1985, between Trinity Industries Leasing Company and Exxon Chemicals Americas, covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	13,500 Gal. 111A100W1 Tank Cars	TILX 135320-135329 TILX 135331-135339

11. Railroad Car Lease Agreement, dated January 28, 1997, between Trinity Industries Leasing Company and Rail-Lease, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,500 Gal. 111A100W1 Tank Cars	TILX 260004, 260031, 260049

12. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal. 111A100W1 Tank Cars	TILX 150090, 150092 TILX 150093, 150098

13. Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5404-5407

14. Railroad Car Lease Agreement, dated October 6, 1992, between Trinity Industries Leasing Company and Monsanto Company, covering the following described railroad cars (Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,413 Gal. 111A100W1 Tank Cars	TILX 220040-220049

15. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal. 111A100W1 Tank Cars	TILX 150083, 150084 TILX 150086, 150087

16. Railroad Car Lease Agreement, dated July 29, 1994, between Trinity Industries Leasing Company and Petro-Canada Hydrocarbons, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,687 Gal. 112J340W Tank Cars	TILX 301056-301080

17. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation, covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,110 Gal. 105A500W Tank Cars	TILX 400403-400405

18. Railroad Car Lease Agreement, dated September 27, 1996, between Trinity Industries Leasing Company and Air Liquide America Corporation, covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	20,110 Gal. 105A500W Tank Cars	TILX 400413-400432

19. Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
42	14,298 Gal. 111A100W1 Tank Cars	TILX 150088, 150089, 150091 TILX 150094-150097 TILX 150100-150134

20. Railroad Car Lease Agreement, dated December 1, 1989, between Trinity Industries Leasing Company and Novacor Chemicals (Canada) Ltd., covering the following described railroad cars (Partial Rider 7):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	29,947 Gal. 111A100W1 Tank Cars	TILX 190329, 190330

21. Railroad Car Lease Agreement, dated November 9, 1998, between Trinity Industries Leasing Company and Transamerica, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	13,818 Gal. 111A100W1 Tank Cars	TILX 135485-135500

22. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	23,589 Gal. 111A100W1 Tank Cars	TILX 24054-24073

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1.	10 Tank Cars	111A100W1	25,680 Gal.	TILX 250167-250176	01/93
2.	10 Tank Cars	111A100W3	13,800 Gal.	TILX 135340-135349	03/93
3.	50 Tank Cars	111A100W5	20,500 Gal.	TILX 110015-110064	02/93
4.	5 Tank Cars	111A100W1	29,900 Gal.	TILX 190163-190167	03/93
5.	55 Hopper Cars	Lo	4,301 cu. ft.	OLNX 055517-055519 OLNX 055523, 055524 OLNX 055528, 055537 OLNX 055542 OLNX 055544-055590	01/93
6.	16 Tank Cars	112J340W	17,368 Gal.	TILX 400098-400113	07/88
7.	26 Tank Cars	111A100W6	21,000 Gal.	TILX 200060-200084 TILX 200086	04/93
8.	12 Tank Cars	111A100W1	23,500 Gal.	TIMX 002572-002574 TIMX 002576, 002583 TIMX 002587, 002588 TIMX 002590, 002593 TIMX 012113, 012115, 012117	12/88
9.	5 Tank Cars	111A100W1	13,000 Gal.	TILX 120006-120010	03/93
10.	19 Tank Cars	111A100W1	13,500 Gal.	TILX 135320-135329 TILX 135331-135339	02/93
11.	3 Tank Cars	111A100W1	23,500 Gal.	TILX 260004, 260031 TILX 260049	01/80
12.	4 Tank Cars	111A100W1	14,298 Gal.	TILX 150090, 150092 TILX 150093, 150098	11/95

(Exhibit B Continued)

13.	4 Hopper Cars	Lo	5,125 cu. ft.	TILX 5404-5407	02/96
14.	10 Tank Cars	111A100W1	20,413 Gal.	TILX 220040-220049	04/96
15.	4 Tank Cars	111A100W1	14,298 Gal.	TILX 150083, 150084 TILX 150086, 150087	12/95
16.	25 Tank Cars	105J340W	33,687 Gal.	TILX 301056-301080	11/95
17.	3 Tank Cars	105A500W	20,110 Gal.	TILX 400403-400405	03/97
18.	20 Tank Cars	105A500W	20,110 Gal.	TILX 400413-400432	04/97
19.	42 Tank Cars	111A100W1	14,298 Gal.	TILX 150088, 150089, 150091 TILX 150094-150097 TILX 150100-150134	12/95
20.	2 Tank Cars	111A100W1	29,947 Gal.	TILX 190329, 190330	05/97
21.	16 Tank Cars	111A100W1	13,818 Gal.	TILX 135485-135500	03/99
22.	20 Tank Cars	111A100W1	23,589 Gal.	TILX 24054-24073	02/92